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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	§	
	§	Chapter 11
SEARS HOLDINGS CORPORATION., <i>et</i>	§	
<i>al.</i> ,	§	Case No. 18-23538 (RDD)
	§	
Debtors.	§	(Jointly Administered)
	§	
	§	

**DECLARATION OF JEFF SEABROOK IN SUPPORT OF
RESERVATION OF RIGHTS AND LIMITED OBJECTION OF LIVING
SPACES FURNITURE, LLC**

I, Jeff Seabrook, being duly sworn, hereby depose and say as follows:

1. I am the Executive Vice President for Real Estate of Living Spaces Furniture, LLC ("Living Spaces"). I submit this declaration (the "Declaration") in support of the *Reservation of Rights and Limited Objection of Living Spaces Furniture, LLC* (the "Limited Objection").

2. I am over twenty-one (21) years of age, of sound mind, and capable of making this Declaration. All of the facts and statements contained herein are within my personal knowledge and are, in all things, true and correct.

3. Attached hereto as Exhibit A are true and correct copies of the Subleases (with amendments) by and between certain of the Debtors and Living Spaces related to Living Spaces's retail stores located in Glendale, AZ, Scottsdale, AZ and San Leandro, CA.

4. Attached hereto as Exhibit B are true and correct copies of the Recognition

Agreements by and between certain of the Debtors, the master landlords, and Living Spaces in respect of the Subleases.

5. Attached hereto as Exhibit C are true and correct copies of Memorandums of Sublease and Recognition Agreements by and between certain of the Debtors, the master landlords, and Living Spaces in respect of the Subleases and Recognition Agreements.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: January 25, 2019

Jeff Seabrook
1/25/2019